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March 10, 2016

David J. Doneski
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Hon. Kenneth E. Picard and
Members of the Board of Selectmen
Upton Town Hall
1 Main Street, Box 1
Upton, MA 01568

Re: Determination and Consent Pursuant to Massachusetts Rules of Professional Conduct,
Rule 1.7 - Representation of the Towns of Upton and Northbridge, Conservation Agent
Services Intermunicipal Agreement

Dear Members of the Board of Selectmen:

We have been requested to advise the Town of Northbridge, which we represent as Town Counsel, concerning a proposed Conservation Agent Services Intermunicipal Agreement ("the Agreement"), providing for services to Northbridge by Upton's conservation agent. In the course of such representation it will be prudent and appropriate for us to consult with Upton regarding the terms of the Agreement, and provide comment in our capacity as Town Counsel for Upton.

Our relationship with Upton and Northbridge creates interests that require disclosure pursuant to the Rules of Professional Conduct of the Massachusetts Bar that require us to obtain the express permission of the Appointing Authority of each town before we can represent another town. The purpose of this letter is to make such disclosure and to request that you determine whether you will permit such representation. In addition, while the State Ethics Commission has determined that Kopelman and Paige, P.C. and its individual attorneys are not "municipal employees" pursuant to the Conflict of Interest Law, we provide this letter to dispel any appearance of a conflict on the firm's behalf in this matter.

MULTIPLE REPRESENTATION DISCLOSURE

The representation of multiple clients is regulated under the Massachusetts Rules of Professional Conduct. The relevant provision, Rule 1.7, states that an attorney may not represent multiple clients if the interests of one client are directly adverse to those of another client, or if his representation of one client may be materially limited by his responsibilities to another client or his own interests. If, however, the attorney reasonably believes that the representation of either client will not be adversely affected, and each of the clients consents after consultation, the attorney may represent the client in such a situation. Where representation of multiple clients in a single matter is undertaken, we are also required to disclose and explain the implications of the common representation and the advantages and risks involved.

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In our opinion, our position as Town Counsel to the Town of Northbridge will not adversely affect the representation we may provide to Upton with respect to the Agreement. It is our further opinion that this joint representation provides the advantage of cost effectiveness (i.e., the cost of our time spent on concluding the terms of the Agreement can be split between the communities) and efficiency. The only risk I would note would be in the unlikely event that negotiations or performance of the Agreement breaks down between the parties, to the point where one municipality seeks legal redress from the other. Under these circumstances, Kopelman and Paige, P.C. would likely have to cease representing both Towns with regard to the Agreement. You must consider whether our representation of Northbridge as described above will be likely to adversely affect our ability to exercise independent professional judgment on behalf of Upton.

DETERMINATION

It is our belief that our representation of Northbridge, for the purposes and under the conditions described in this letter, will not affect the exercise of our independent professional judgment on behalf of Upton with regard to the Agreement or any other matter. It is your determination as Appointing Authority, however, as to whether the representation described herein will not impair the integrity of this firm's services to Upton.

Accordingly, I request that you, as Appointing Authority, consent to our representation of the Towns of Upton and Northbridge regarding the proposed Agreement. Should you so consent, I ask that you sign the enclosed determination as required by the Rules of Professional Conduct. Please sign the two originals provided, return one copy to this office, and retain one copy for your records.

Thank you for your consideration. Of course, if you have any questions, please do not hesitate to contact me.

Very truly yours,



David J. Doneski

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Enc.

DETERMINATION

It is determined, pursuant to Rule 1.7 of the Massachusetts Rules of Professional Conduct, that the Upton Board of Selectmen consents to Kopelman and Paige, P.C. representing the Town of Northbridge with regard to the Conservation Agent Services Intermunicipal Agreement, as disclosed in a letter to the Board dated March 10, 2016, notwithstanding that Kopelman and Paige, P.C. serves as Town Counsel and represents the Town of Upton.

Dated: _____, 2016.

TOWN OF UPTON
By its Board of Selectmen,

